

**CERTIFICATE WITH RESPECT TO RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS OF FREEDOM INDUSTRIES, INC.**

I, Matthew G. Mazefsky, being the corporate secretary of Freedom Industries, Inc., a West Virginia corporation (the "Corporation"), hereby certify that the following resolutions were duly adopted at a special meeting of the Board of Directors of the Corporation on January 17, 2014 in accordance with the requirements of applicable law, and that such resolutions have been recorded in the minute book of the Corporation, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

WHEREAS, the Board of Directors, having received the advice of the Corporation's financial and legal advisors, deems it advisable and in the best interests of the Corporation for the Corporation to: (i) file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of West Virginia (the "Bankruptcy Court").

NOW THEREFORE, IT IS RESOLVED, that, in the judgment of the Board of Directors, acting for the Corporation, it is desirable and in the best interests of the Corporation and its creditors and other interested parties, that a voluntary petition be filed by the Corporation in the Bankruptcy Court, seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that the Corporation's filing of a voluntary chapter 11 petition in the Bankruptcy Court be, and hereby is, approved;

FURTHER RESOLVED, that the Corporation's President, Vice President, Treasurer and Secretary (each an "Authorized Officer" and together the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

FURTHER RESOLVED, that each of the Authorized Officers and such other officers of the Corporation, as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to execute and file all petitions, schedules, lists, applications, motions or any pleadings or other papers, and to take any and all action that any of the Authorized Officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case;

FURTHER RESOLVED, that the Authorized Officers, and such other officers designated by any of them, be and hereby are, authorized, empowered and directed to enter into and execute on behalf of the Corporation such documents and instruments and to take any and all such other and further actions, if any, which such officers or the Corporation's legal counsel may deem necessary or appropriate to obtain debtor in

possession financing from one or more lenders deemed appropriate by an Authorized Officer, including, without limitation, the granting of superpriority administrative and secured claims;

FURTHER RESOLVED, that the law firm of McGuireWoods LLP be, and it hereby is, subject to Bankruptcy Court approval, employed as bankruptcy counsel for the Corporation under a general retainer to render legal services to and represent the Corporation with such proceedings and other related matters;

FURTHER RESOLVED, that the law firm of Barth & Thompson be, and it hereby is, subject to Bankruptcy Court approval, employed as West Virginia bankruptcy counsel and conflicts counsel to the Corporation under a general retainer to render legal services to and represent the Corporation with such proceedings and other related matters;

FURTHER RESOLVED, that the law firm of Pietragallo Gordon Alfano Bosick & Raspanti, LLP be, and it hereby is, subject to Bankruptcy Court approval, employed as special litigation counsel to the Corporation to render legal services to and represent the Corporation with such proceedings and other related matters;

FURTHER RESOLVED, that the firm of MorrisAnderson & Associates, Ltd. be, and it hereby is, subject to Bankruptcy Court approval, employed as financial advisor to the Corporation under a general retainer to render financial and restructuring advice and services to and represent the Corporation in connection with such proceedings and other related matters, including testifying in connection with such chapter 11 proceedings;

FURTHER RESOLVED, that each of the Authorized Officers and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Corporation's chapter 11 case on such terms as are deemed necessary, proper or desirable;

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and hereby are, authorized and empowered and directed to take any and all steps and to execute and deliver any and all documents as they or any of them may determine to be necessary or appropriate to carry out the foregoing resolutions (the taking of any such action, or the execution or delivery of any such document, as the case may be, to be conclusive evidence of such determination) and to pay all such expenses, where necessary or appropriate, in order to carry out fully the intent and to accomplish the purposes of the resolutions adopted herein and that all such action heretofore taken be, and it hereby is, ratified and confirmed as the act and deed of the Corporation; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Corporation to file the voluntary petition for relief under

chapter 11 of the Bankruptcy Code or in connection with the Corporation's chapter 11 case, or any matter related thereto, or by virtue of these resolutions be, and hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of January, 2014.



Matthew G. Mazefsky, Secretary